

**MINUTES OF THE REGULAR MEETING OF THE BOARD OF THE
METROPOLITAN ZOOLOGICAL PARK AND MUSEUM DISTRICT**

St. Louis, Missouri
April 6, 2015

A regular meeting of the Board of Directors of the Metropolitan Zoological Park and Museum District was held at 7733 Forsyth Blvd., 2nd Floor-Conference Room B, on Monday April 6, 2015 at noon. The primary purpose of the meeting was to review and approve the 2015 Preliminary Non-Binding tax rates.

Thelma Cook, Chair of the Metropolitan Zoological Park and Museum District (“District”), called the meeting to order. Upon roll call, the following Board members were present:

Thelma Cook	Christine Chadwick
Charles E. Valier	Thomas J. Campbell
Robert Eggmann	Michelle Harris
Robert Lowery, Sr.	

Sixteen other persons attended the meeting. The individuals’ names and affiliated organizations are listed on **Exhibit I** of the minutes which is attached hereto and made a part hereof.

Mrs. Cook informed the board that Pat Dougherty, Executive Director for the District is doing well.

The Chair called for public comments. There being no comments, the Chair then moved forward with the meeting agenda.

Approval of Minutes: The Chair called for the approval of the minutes from the Regular Board meeting. Mr. Lowery moved that the February 2, 2015 minutes be approved. Mr. Valier seconded the motion. The motion to approve the February 2, 2015 was approved with all members voting ‘Aye’.

Annual Report: The Chair called for the presentation of the draft of the ZMD 2015 Annual Report. Traci Moore and Kurt Greenbaum then presented a sample of the 2015 Annual Report. A discussion ensued. Questions, comments and suggestions should be directed to Mrs. Cook.

History Museum Report: Dr. Francis Levine reported on the History Museums collaborative effort working with the St. Louis Board of Public Service at the Soldiers Memorial and Military Museum. In 2014 the History Museum received a private grant to fund a multi-year project to assist in processing artifacts at the Soldiers Memorial. Dr. Levine emphasized that all project staffing and all expenses are paid out of the restricted funds and no taxpayer funds are being used for the project. A discussion ensued.

Executive Director’s Report: Mr. Gratza reported that every other year the District is required to submit Preliminary Tax non-binding tax rates to the City and County of St. Louis. Property tax revenues are based on two factors; assessed values of property and tax rates. Mr. Gratza offered a detailed explanation of how the 2015 preliminary tax rates were prepared. A copy of the preliminary tax rate worksheets was given to each member of the Board and is attached hereto as **Exhibit II** and made a part hereof.

Following Mr. Gratza’s presentation, Mr. Campbell moved that, based on the St. Louis Zoological Park’s needs as reflected in budgets submitted and reviewed by the District Board, the 2015 Preliminary non-binding tax rate for the Zoological Park Subdistrict be set as indicated in the tax resolution which is attached hereto as **Exhibit III** and made a part hereof (“Resolution”):

Zoological Park Subdistrict

7.85 cents on each \$100 of assessed valuation of taxable property in the District

Mr. Lowery seconded the motion.

The motion passed with all members voting 'Aye'.

Mr. Campbell then moved that, based on the St. Louis Art Museum's needs as reflected in budgets submitted and reviewed by the District Board, the 2015 Preliminary non-binding tax rate for the Art Museum Subdistrict be set as indicated in the Resolution:

Art Museum Subdistrict

7.85 cents on each \$100 of assessed valuation of taxable property in the District

Mr. Valier seconded the motion.

The motion passed with all members voting 'Aye'.

Mr. Campbell then moved that, based on the Museum of Natural History - Science Center's Subdistrict's needs as reflected in budgets submitted in the spring of 2014 and reviewed by the District Board, the 2015 Preliminary non-binding tax rate for the Science Center Subdistrict be set as indicated in the Resolution:

Science Center Subdistrict

3.92 cents on each \$100 of assessed valuation of taxable property in the District

Mrs. Chadwick seconded the motion.

The motion passed with all members voting 'Aye'.

Mr. Campbell then moved that, based on the Botanical Garden Subdistrict's needs as reflected in budgets submitted in the spring of 2014 and reviewed by the District Board, the 2015 Preliminary non-binding tax rate for the Botanical Garden Subdistrict be set as indicated in the Resolution:

Botanical Garden Subdistrict

3.92 cents on each \$100 of assessed valuation of taxable property in the District

Mrs. Chadwick seconded the motion.

The motion passed with all members voting 'Aye'.

Mr. Campbell then moved that, based on the Missouri History Museum Subdistrict's needs as reflected in budgets submitted in the spring of 2014 and reviewed by the District Board, the 2015 Preliminary non-binding tax rate for the Missouri History Museum Subdistrict be set as indicated in the Resolution:

Missouri History Museum Subdistrict

3.92 cents on each \$100 of assessed valuation of taxable property in the District

Mrs. Harris seconded the motion.

The motion passed with all members voting 'Aye'.

Mike Chivell reviewed a 'Resolution of the Metropolitan Zoological Park and Museum District Board Setting Preliminary Tax Rates for 2015 Assessments', a copy of which is attached hereto as Exhibit III and made a part hereof. Mr. Lowery made a motion to adopt the resolution. Mr. Valier seconded the motion. The motion to adopt the 'Resolution of the Metropolitan Zoological Park and Museum District Board Setting Preliminary Tax Rates for 2015 Assessments' was approved with all members voting 'Aye'.

Mr. Gratza then presented information regarding the 2014 District Audit. A timeline of work was given and target dates were set for completion. No discussion resulted.

Sharon Wilcutt reported that, as of April 3, 2015 the balances in the various District controlled bank accounts totaled approximately \$34.3 million and included:

<u>Account for the benefit of:</u>	<u>Amount</u>
Zoological Park Subdistrict	\$ 210,550.02
Art Museum Subdistrict	\$ 15,942,966.93
St. Louis Science Center Subdistrict	\$ 1,578,989.35
Botanical Garden Subdistrict	\$ 6,266,912.99
Missouri History Museum Subdistrict	\$ 5,094,973.63
District Operating Fund	\$ 5,008,849.32
Clearing Account-Undisbursed	\$ 254,880.48

Finance/Audit Committee Report: Mrs. Cook reported that Mrs. Chadwick was appointed to serve on the ZMD Audit Committee to replace Mr. Robert Powell who resigned from the ZMD Board.

Report of Legal Counsel: Mr. Chivell presented a resolution for the Metropolitan Zoological Park and Museum District that provides the District adopts a written policy in compliance with §§ 610.010 to 610.030 RSMo regarding the release of information on any meeting, record or vote. Mr. Valier made a motion to adopt the proposed resolution. Mr. Lowery seconded the motion. The motion to adopt the resolution, which is attached hereto as Exhibit IV and made a part hereof, was approved with all members voting 'Aye'.

Mr. Chivell then presented a Banking Resolution (Organizational Certification and Directive) approving new signature cards for Central Bank of St. Louis for the District bank accounts. Mr. Valier made a motion to designate Central Bank of St. Louis as the depository for the District; and that the District authorizes in accordance with the Organizational Certification and Directive the Central Bank of St. Louis Resolution approving the signature cards for the District bank accounts. Mr. Campbell seconded the motion. The motion to adopt the Central Bank of St. Louis Resolution, which is attached hereto as Exhibit V and made a part hereof, was approved with all members voting "Aye".

Report of Code of Ethics Committee: Mrs. Cook addressed the Board emphasizing the diverse structure of the District Board. She stressed the importance of individual opinions and respecting the right of each individual to express their opinion as the District works to amend its Code of Ethics Policy.

Mr. Campbell commented on the strength of the Board and the ability of each Board member to be committed to the mission of the District. Mr. Campbell further requested that certain Board Members refrain from personal attacks on other Board Members that disagree with him.

Mr. Valier made a motion to reconsider the vote of February 2, 2015 as set forth below:

February 2, 2015 motion:

The motion to forward the draft to the County Executive's office, the City of St. Louis Mayor's office and Armstrong Teasdale LLP was unanimously approved with all members voting 'Aye". Ms. Cook requested that the redrafted document be put in final form and given to all Board Members prior to it being sent to the appointing authorities and outside counsel.

He explained that if the motion is passed it will open the Code of Ethics to further discussion in its entirety and not to address just one sentence. Mr. Lowery seconded the motion.

A discussion ensued. The motion to open the discussion on amending the Code of Ethics to further discussion was approved with all members voting 'Aye".

Mr. Valier then presented a proposed draft of the Code of Ethics for consideration by the Board, a copy of which is attached hereto as **Exhibit VI** and made a part hereof.

Mr. Valier made a motion to have the whole Board discuss **Exhibit VI** amending the Code of Ethics rather than a Committee of the Board. There being no second, the motion failed.

Old Business: Mrs. Chadwick asked to further clarify information that was shared with the Board on January 8, 2015 (Board Orientation) and February 2, 2015 (Regular Board Meeting). Mrs. Chadwick informed the Board that she is serving on a full committee for Zoofari 2015 which will be held on June 19, 2015. She explained that she is an unpaid volunteer and her commitment is for six months. In each prior discussion, no one raised any issue that her service on the committee creates a conflict with service as a member of the Board. A discussion ensued.

Mr. Lowery made a motion that Mrs. Chadwick's volunteer position on the 2015 Zoofari Committee does not create a conflict with her service as a Board member of the District. Ms. Harris seconded the motion. The motion was approved with all members voting 'Aye".

New Business: Mrs. Cook addressed the schedule of future meeting dates. A discussion ensued.

Mrs. Cook informed the Board that the election for the offices of Treasurer and Assistant Secretary will be on the agenda for the next meeting.

The Chair called for public comments. There being no comments, the Chair then moved forward with the meeting agenda.

Closed Session: Ms. Cook asked for a motion to close the meeting to discuss personnel matters as provided under Section 610 of the Revised Statutes of Missouri. Mr. Lowery moved to close the meeting pursuant to RSMo. § 610.021 (3) and (13) to discuss personnel matters. Mr. Campbell seconded the motion. A roll call vote to approve the motion was taken:

Thelma Cook – voted "Yes"	Charles Valier – voted "Yes"
Michelle Harris – voted "Yes"	Christine Chadwick – voted "Yes"
Robert Eggmann – Vote "Yes"	Robert Lowery, Sr. – voted "Yes"
Tom Campbell – voted "Yes"	

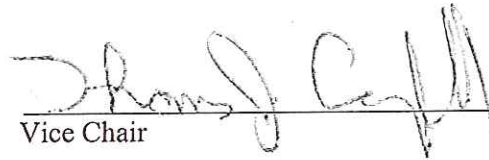
The closed session was adjourned and the regular meeting was then reopened to the public at 3:10 p.m.

Minutes from the closed session will be prepared by Mr. Chivell and filed at the office of Armstrong Teasdale LLP.

There being none and no other business of the District, Mr. Campbell moved that the meeting be adjourned. Ms. Chadwick seconded the motion which was adopted unanimously with all members voting "Aye."

The meeting adjourned at 3:12 p.m.

Respectfully submitted,



Vice Chair

Metropolitan Zoological Park and
Museum District
April 6, 2015

Name	Affiliated Organization
Tom Curran,	St. Louis County Director of Intergovernmental Affairs
Eric Miller, DVM,	Vice President, Zoo Operations
Patrick Brown	Deputy Chief of staff to Mayor Slay
Sabel Campbell	Director of Diversity
Matthew Hathaway	Director of Communications at the Missouri History Museum
Laura Taylor	Managing Director of Finance at the St. Louis Science Center;
Francis Levine	Representative from Missouri History Museum
Karen Goering	Representative from Missouri History Museum
Everett Dietel	Representative from Missouri History Museum
Richard Jensen	Representative from Missouri History Museum
Winston Calvert	Representative from Missouri History Museum
Traci Moore	Falk Harrison
Kurt Greenbaum	Greentree Media
Katelyn Petrin	Reporter, St. Louis Public Radio
Nick Pistor	Reporter, St. Louis Post Dispatch
Gloria Wessels	Citizen
Rick Gratza	Kerber, Eck & Braeckel, District outside Auditor
Sharon L. Wilcutt.	Employee Metropolitan Zoological Park and Museum District
LaQuana S. Dilworth	Employee Metropolitan Zoological Park and Museum District
Mike Chivell	Armstrong Teasdale LLP, District Legal Counsel

NOTICE OF REGULAR MEETING
METROPOLITAN ZOOLOGICAL PARK AND MUSEUM DISTRICT

Pursuant to Section 610.020 of the Revised Missouri Statutes, notice is hereby given that a Regular Meeting of the Metropolitan Zoological Park and Museum District Board will be held as follows:

Date: April 6, 2015

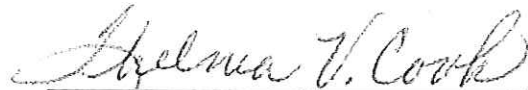
Time: 12:00 P.M.

Place: Pierre Laclede Center
7733 Forsyth Boulevard
Second Floor - Conference Room B
St. Louis, MO 63105

Agenda:

1. Setting 2015 Preliminary Tax Rates.
2. Board Resolution adopting a policy providing that the District will comply with the Missouri Sunshine Law.
3. Board Resolution adopting the Central Bank of St. Louis Banking Resolution.
4. Status Update from Missouri History Museum – Soldiers Memorial.
5. Report from the Executive Director concerning District Matters.
6. The Board may also hold a closed session, with a closed vote and record, as authorized by Section 610.021 (1), (2) and (3), Revised Statutes of Missouri, related to legal issues, real estate and/or personnel, negotiation of a contract pursuant to 610.021 (12) RSMO, proprietary information pursuant to Section 610.021 (15) and/or confidential or privileged communications with our auditor pursuant to (17).

Further information may be obtained at the District Offices, 7733 Forsyth Blvd., Suite 550, Clayton, Missouri 63105, (314) 862-4222



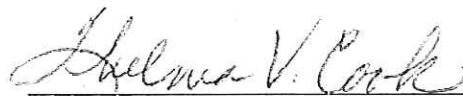
Thelma V. Cook, Chair

CERTIFICATE

I, Thelma V. Cook, do hereby certify that the attached Notice of Regular Meeting was published in accordance with the provisions of Section 610.020 of the Revised Missouri Statutes, posting said Notice at least twenty-four hours in advance of the date of said meeting at the Pierre Laclede Center Building, 7733 Forsyth Boulevard, Second Floor – Conference Room B, Clayton, Missouri, 63105 and by mailing and/or e-mailing a copy of said Notice by ordinary mail to:

- David Hunn
- Stephen Deere
- St. Louis Business Journal
- Riverfront Times
- Susan C. Thomson
- Mark Schlinkmann
- Betsey Bruce
- Patrick Brown
- Jeff Rainford
- Sable Campbell-Jones
- Pat Westhoff
- Nancy Fowler
- Eric Miller
- Alex Heuer
- F. Holmes Lamoreux
- Barbara B. Taylor
- Douglas H. Yeager
- John C. McPheeters
- Romondous Stover
- Willis Arnold
- Ben Uchitelle
- Diane Toroian Keaggy
- Deborah Peterson
- Elsie Glickert
- Charlene Prost
- Erin M. Nolan
- Odester Saunders
- Tonya Sinkovits /John Butler
- Tom Curran
- Matthew Hathaway
- Rachel Lippmann
- St. Louis Public Radio
- Barb Boyle
- Bert Vescolani
- Wyndell Hill
- Peggy Ritter
- Adrienne D. Davis
- Donna Wilkinson
- Lelia J. Farr
- John R. Roberts
- Benjamin C. Washington
- Gloria Wessels

Signed this 6th day of April 2015



Thelma V. Cook, Chair